

**UNITED STATES BANKRUPTCY COURT
SOUTHERN DISTRICT OF NEW YORK**

| | | |
|----------------------------|---|-------------------------|
| -----x | | |
| | : | Chapter 11 |
| In re: | : | |
| | : | Case No. 05-44481 (RDD) |
| Delphi Corporation, et al. | : | (Jointly Administered) |
| | : | |
| Debtors | : | |
| -----x | | |

**NOTICE OF TRANSFER OF CLAIM
NO. 12678 PURSUANT TO FRBP RULE 3001(e)(2)**

**TO: ELECTRONIC DATA SYSTEMS
CORPORATION and EDS
INFORMATION SYSTEMS, L.L.C.
("Assignors")
Attn: Dean Jenkins
5400 Legacy Drive, MS H1-3A-34
Plano, TX 75024**

As of June 13, 2007, Assignors' claims against

(i) Delphi Corporation in the principal amount of \$4,999,999.93, and

(ii) Delphi Automotive Systems LLC in the principal amount of \$11,678,813.95,

totalling an aggregate principal amount of **\$16,678,813.88** (the "Claim") have been transferred to the following Assignee:

**JPMorgan Chase Bank, N.A.
270 Park Avenue
New York, NY 10017
Attention: Neelima Veluvolu
Telephone: (212) 270-2150
Facsimile: (646) 792-3855
E-mail: neelima.veluvolu@jpmorgan.com**

The Evidence of Transfer of Claims is attached as Exhibit A and the Assignee's payment instructions are attached as Exhibit B. No action is required if you do not object to the transfer of your claim. However, **IF YOU OBJECT TO THE TRANSFER OF YOUR CLAIM, WITHIN TWENTY (20) DAYS OF THE DATE OF THIS NOTICE, YOU MUST FILE A WRITTEN OBJECTION TO THE TRANSFER:**

| Mailing Address: | Physical Address: |
|---|--|
| United States Bankruptcy Court Southern District of New York Delphi Corporation Claim Docketing Center One Bowling Green Station, P.O. Box 5058 New York, New York 10274-5058 | United States Bankruptcy Court Southern District of New York One Bowling Green New York, NY 10004 |

**PLEASE SEND A COPY OF YOUR OBJECTION TO THE TRANSFEREE AT
THE FOLLOWING ADDRESS:**

JPMorgan Chase Bank, N.A.
270 Park Avenue
New York, NY 10017
Attention: Neelima Veluvolu
Telephone: (212) 270-2150
Facsimile: (646) 792-3855
E-mail: neelima.veluvolu@jpmorgan.com

WITH A COPY TO :

Kirkpatrick & Lockhart Preston Ellis Gates LLP
599 Lexington Avenue
New York, NY 10022
Attention: Steven H. Epstein
Telephone: (212) 536-4830
Facsimile: (212) 536-4001
E-mail : sepstein@klgates.com

**If you file an objection, a hearing will be scheduled. IF YOUR OBJECTION IS NOT
TIMELY FILED, THE ASSIGNEE WILL BE SUBSTITUTED FOR THE ASSIGNOR
ON THE BANKRUPTCY COURT RECORDS AS A CLAIMANT IN THIS
PROCEEDING.**

Dated: June 19, 2007

JPMORGAN CHASE BANK, N.A.

By: 

Name:

Title:

Stephanie Skowronski
Authorized Signatory

EXHIBIT A

Evidence Of Transfer Of Claim

EXHIBIT B

**FORM OF EVIDENCE OF TRANSFER OF CLAIM –
PROOF OF CLAIM NUMBER 12678**

TO: THE DEBTORS AND THE BANKRUPTCY COURT

For value received, the adequacy and sufficiency of which are hereby acknowledged, **Electronic Data Systems Corporation** and **EDS Information Services L.L.C.**, with offices located at 5400 Legacy Dr., Plano, TX 75024 (collectively, the "**Sellers**"), hereby unconditionally and irrevocably sells, transfers and assigns to **JPMorgan Chase Bank, N.A.**, with offices at 270 Park Avenue, 17th Floor, New York, NY 10017 (the "**Buyer**") all of their right, title, interest, claim and causes of action in and to, or arising under or in connection with, Sellers' pre-petition claims (identified as Claim No. 12678) against **Delphi Corporation** ("**Delphi**") and **Delphi Automotive Systems LLC** ("**DAS LLC**"), debtors and debtors-in-possession (together, the "**Debtors**") in the jointly administered Chapter 11 reorganization case entitled, *In re Delphi Corporation, et al.*, Chapter 11 Case No. 05-44481 (RDD), Jointly Administered (the "**Case**"), pending in the United States Bankruptcy Court for the Southern District of New York (the "**Bankruptcy Court**"), in the aggregate amount of \$4,999,999.93 against Delphi and in the aggregate amount of \$11,678,813.95 against DAS LLC, which claims were agreed to pursuant to that certain Settlement Agreement dated as of May 11, 2007 among the Sellers and the Debtors (collectively the "**Assigned Claims**") and approved by the Bankruptcy Court by that certain Order Under 11 U.S.C. § 363 And Fed. R. Bankr. P. 9019 Authorizing And Approving Delphi Automotive Systems LLC's And Delphi Corporation's Entry Into Settlement Agreement With Electronic Data Systems Corporation, EDS Information Services L.L.C., And EDS de Mexico, S.A. de C.V. (the "**Order**") dated May 31, 2007.

Sellers hereby waive any objection to the transfer of the Assigned Claims to Buyer on the books and records of the Debtors and the Bankruptcy Court, and hereby waive to the fullest extent permitted by law any notice or right to a hearing as might be imposed by Rule 3001 of the Federal Rules of Bankruptcy Procedure, the Bankruptcy Code, applicable local bankruptcy rules or applicable law. Sellers acknowledge and understand, and hereby stipulate, that an order of the Bankruptcy Court may be entered without further notice to Sellers transferring to Buyer the Assigned Claims and recognizing Buyer as the sole owner and holder of such claims. Sellers further direct the Debtors, the Bankruptcy Court and all other interested parties that all further notices relating to the claims, and all payments or distributions of money or property in respect of the Assigned Claims, are to be delivered or made to the Buyer.

IN WITNESS WHEREOF, this EVIDENCE OF TRANSFER OF CLAIM IS
EXECUTED THIS 13th day of June, 2007.

SELLERS:

**ELECTRONIC DATA SYSTEMS
CORPORATION**

By: 
Name: Anthony C. Glasby
Title: Vice President & Treasurer

EDS INFORMATION SERVICES L.L.C.

By: 
Name: Anthony C. Glasby
Title: Vice President & Treasurer

BUYER:

JPMORGAN CHASE BANK, N.A.


By: 
Name:
Title:
NEELIMA VELUVOLU
Authorized Signatory

EXHIBIT B

Assignee's Payment And Delivery Instructions

Assignee's Payment and Delivery Instructions

Wire:

| | |
|-----------------------------|---|
| Name of Bank: | JPMorgan Chase Bank New York, N.A. |
| Routing Transit/ABA number: | 021000021 |
| Name of Account: | SPS High Yield Loan Trading |
| Account Number: | 544-7-94742 |
| Reference: | Delphi/EDS |